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July 11, 2000

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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Lawns of Southwest Florida, L.L.C.

Gentlemen:

Enclosed are the following;

1. Original and one copy of Articles of Organization of Lawns of Southwest Florida, L.L.C. and Statement Designating Registered Office and Registered Agent.
2. Our firm check in the total amount of \$125 for the filing fee.

Please mail a file-marked copy of the above documents to me in the enclosed self-addressed, stamped envelope.

Very truly yours,

*Larry D. Sutton*

LARRY D. SUTTON  
LDS:ly  
Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 19, 2000

LARRY D. SUTTON  
ROOSA SUTTON BURANDT & ADAMSKI LLP  
1714 CAPE CORAL PARKWAY  
CAPE CORAL, FL 33904

SUBJECT: LAWNS OF SOUTHWEST FLORIDA, L.L.C.  
Ref. Number: W00000018071

We have received your document for LAWNS OF SOUTHWEST FLORIDA, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 200A00039600

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
LAWNS OF SOUTHWEST FLORIDA, L.L.C.**

I certify that I desire to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Lawns of Southwest Florida, L.L.C., and its principal office address and mailing address are located at 5238 Nautilus Drive, Cape Coral, Florida, 33904, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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SECRETARY OF STATE

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, resist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise.

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TALLAHASSEE, FLORIDA

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

David Boedges

5238 Nautilus Drive  
Cape Coral, FL 33904

### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

### ARTICLE VI

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes as determined by unanimous consent of the members. Members will make

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SECRETARY OF STATE

contributions in equal shares.

## ARTICLE VII

### PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being July 5, 2000.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

## ARTICLE VIII

### DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5238 Nautilus Drive, Cape Coral, Florida 33904, and the name of the company's initial registered agent at that address is David Boedges.

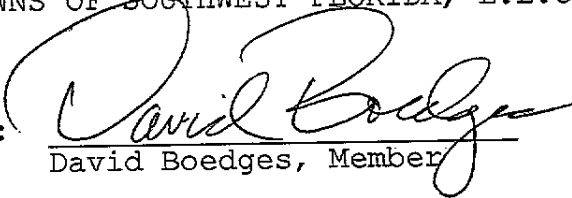
The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Lawns of Southwest Florida, L.L.C.

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TALLAHASSEE  
FLORIDA

Executed by the undersigned at Cape Coral, Florida on the  
11<sup>th</sup> day of July, 2000.

LAWNS OF SOUTHWEST FLORIDA, L.L.C.

By:

  
David Boedges, Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF LEE

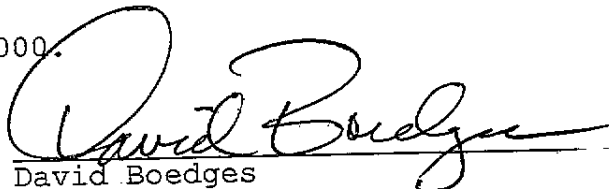
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Lawns of Southwest Florida, L.L.C.

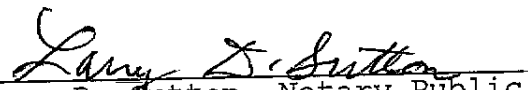
The name of the registered agent for Lawns of Southwest Florida, L.L.C. is David Boedges and the street address of the company's registered office where the agent is located is 5238 Nautilus Drive, Cape Coral, FL 33904.

This statement is to acknowledge that, as indicated above, Lawns of Southwest Florida, L.L.C. has appointed me, David Boedges, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated the 11 day of July, 2000.

  
David Boedges

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of July, 2000, by David Boedges, on behalf of Lawns of Southwest Florida, L.L.C., a limited liability company. He is personally known to me.

  
Larry D. Sutton, Notary Public  
My commission expires: 7-14-2001